

VERTEX PHARMACEUTICALS INC / MA

Form 4

August 26, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOGER JOSHUA S2. Issuer Name and Ticker or Trading
Symbol
VERTEX PHARMACEUTICALS
INC / MA [VRTX]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/24/2016☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)C/O VERTEX
PHARMACEUTICALS
INCORPORATED, 50 NORTHERN
AVENUE

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

BOSTON, MA 02210

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Stock | 08/24/2016 | | M | 6,500 | A \$ 36.3 | 274,725 | D |
| Common Stock | 08/24/2016 | | S ⁽¹⁾ | 1,100 | D \$ 96.73 (2) (3) | 273,625 | D |
| Common Stock | 08/24/2016 | | S ⁽¹⁾ | 1,000 | D \$ 98.74 (2) (4) | 272,625 | D |
| Common Stock | 08/24/2016 | | S ⁽¹⁾ | 100 | D \$ 99.5 | 272,525 | D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|-------------------------|---------|---|----------------------------|
| Common Stock | 08/24/2016 | S ⁽¹⁾ | 1,500 | D | \$ 101.21 (2) (5) | 271,025 | D | |
| Common Stock | 08/24/2016 | S ⁽¹⁾ | 2,800 | D | \$ 101.83 (2) (6) | 268,225 | D | |
| Common Stock | | | | | | 13,286 | I | 401k |
| Common Stock | 08/24/2016 | S ⁽¹⁾ | 100 | D | \$ 100.02 | 79,100 | I | Common Stock Held In Trust |
| Common Stock | 08/24/2016 | S ⁽¹⁾ | 900 | D | \$ 101.6 (2) (7) | 78,200 | I | Common Stock Held In Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 36.3 | 08/24/2016 | | M | 6,500 | <u>(8)</u> | 01/23/2017 | Common Stock | 6,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

BOGER JOSHUA S
C/O VERTEX PHARMACEUTICALS INCORPORATED X
50 NORTHERN AVENUE
BOSTON, MA 02210

Signatures

Omar White,
Attorney-In-Fact 08/26/2016

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Transaction made pursuant to the holder's company approved trading plan under Rule 10b5-1.
- (2) The holder undertakes to provide (upon request by the SEC staff, the issuer or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
- (3) Open market sales reported on this line occurred at a weighted average price of \$96.73 (range \$96.40 to \$97.37).
- (4) Open market sales reported on this line occurred at a weighted average price of \$98.74 (range \$98.37 to \$99.19).
- (5) Open market sales reported on this line occurred at a weighted average price of \$101.21 (range \$100.63 to \$101.60).
- (6) Open market sales reported on this line occurred at a weighted average price of \$101.83 (range \$101.63 to \$102.45).
- (7) Open market sales reported on this line occurred at a weighted average price of \$101.60 (range \$101.25 to \$102.00).
- (8) Fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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